

(Department of Corporations Use Only)

Fee Paid _____

Receipt No. _____

Initial Review _____

Deficiency Letters _____

Effective Date _____

Orders Issued _____

DEPARTMENT OF CORPORATIONS
FILE NO.

(Insert file number of previous filings of
Applicant before the Department, if any)

FEE: _____
(To be completed by Applicant)

Date of Application: _____

DEPARTMENT OF CORPORATIONS
STATE OF CALIFORNIA
FACING PAGE

APPLICATION FOR QUALIFICATION OF THE OFFER AND SALE OF SECURITIES UNDER THE CORPORATE
SECURITIES LAW OF 1968, BY (check one)

<input type="checkbox"/> Coordination,	Section 25111	<input type="checkbox"/> Post-effective	Amendment
<input type="checkbox"/> Notification,	Section 25112		Number _____
<input type="checkbox"/> Permit,	Section 25113(b)(1)		To Application
<input type="checkbox"/> Permit (Small Company),	Section 25113(b)(2)		Filed Under
<input type="checkbox"/> Permit,	Section 25121	<input type="checkbox"/> Pre-effective	Section _____
<input type="checkbox"/> Negotiating Permit,	Section 25102(c)		Dated _____

This application is for an _____ open or _____ limited offering qualification as defined in Section 260.001 of the rules (check as applicable)

1. Name of applicant: _____

2. (a) Is applicant a corporation, partnership, trust or other entity? _____
(b) State of incorporation or jurisdiction under which organized? _____
(c) If a corporation, is applicant in good standing in the State of its incorporation? (Indicate "yes" or "no") _____
(d) Is applicant a registered investment company? (Indicate "yes" or "no") _____

3a. Address of principal executive office of applicant.

Number and Street City State Zip Code

b. Is the principle location of applicant's books and records at the address of the principal executive office, above? (Indicate "yes" or "no"). If "no", provide address:

Number and Street City State Zip Code

4. Name and address of person to whom correspondence regarding this application should be addressed.

5.	(a) Description of Securities (See instructions on reverse side)	(b) Total number of shares or units of each class of securities being qualified in California (e.g., "20,000")	(c) Proposed maximum offering price per unit (e.g., "\$10")	(d) Propose maximum aggregate offering price for securities being qualified in California(e.g., "200,000") Note: Fee calculated on total of this column	(e) Does a public market exit for this class of securities? (indicate "yes" or "no". If yes," insert CUSIP number.)
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

6. Consideration to be paid for securities:if cash, state "cash", or if other than cash and the aggregate value is ascribed thereto by the Board of Directors of the issuer so state (e.g., "Real Property, \$100,000," or Assets of a going business, \$50,000.").

7. There is no adverse order, judgement or decree entered in connection with the offering by any State regulatory authority, any court or the Securities and Exchange Commission, except as follows: (If none, so state)

INSTRUCTIONS

The following instructions must be adhered to with respect to all applications for qualification by permit under Sections 25102(c), 25113 and 25121; by coordination under Section 25111, and notification by Section 25112:

Completion of Application. The facing page on the reverse side hereof, must be completed in full and in addition to the facing page, applications must continue by completion of each item of the applicable following forms:

Application for qualification by coordination,	Form No. 260.111
Application for qualification by notification,	Form No. 260.112
Application for permit pursuant to Section 25113,	Form No. 260.113
Application for permit pursuant to Section 25121,	Form No. 260.121
Application for Negotiating Permit pursuant to Section 25102(c),	Form No. 260.113

The numbering sequence in the forms must be adhered to. Any item which is inapplicable should be listed by the number on the form, followed simply by the word "inapplicable".

Form of Application. The application should be typewritten or printed in the English language, on one side only of either legal or letter-size paper.

Signing of Applications. An application for permit pursuant to Section 25113(b)(2) must be reviewed and signed by each member of the board of directors of the small company applicant. Any other application should be signed by an officer or general partner of the applicant; however, it may be signed by another person holding a power of attorney for such purposes from the applicant, and if signed on behalf of the applicant pursuant to such power of attorney, should include as an additional exhibit a copy of said power of attorney or copy of the corporate resolution authorizing the attorney to act.

Item 5 - "Public Market." A "public market" exists for this class of securities if it (1) is listed on a national securities exchange, (2) is traded in the over-the-counter market and quoted in the Wall Street Journal or other newspaper of general circulation, or (3) is held of record or beneficially by 500 or more persons.

Incorporation by Reference. In lieu of answering any specific item in this form, an applicant may incorporate the information called for by reference to any attached document, or to any document currently on file with the Department. Such reference should indicate the pages or portion of the document where the information is located.

Amendments to Applications. An amendment to any application for qualification should contain only the information being amended by item number and should be verified in the form prescribed for the application. Each amendment should be accompanied by a facing page in the form prescribed by Section 260.110 of the rules on which the applicant shall insert the fact that the filing is an amendment and the number of the amendment if more than one amendment.

Filing Fee Calculation. The filing fee fixed by Section 25608 must accompany each application and the amount of filing fee paid is to be set forth on the facing page in the upper right hand corner. By way of illustration, the filing fee for qualification of securities by coordination, notification or permit, under Sections 25113(b)(1) or 25121 is computed by taking 1/5th of 1% of the maximum aggregate offering price of securities being qualified in California, see appropriate column on facing page, and adding \$200. Thus, a qualification with an aggregate offering price of \$275,250 would be computed by multiplying \$275,250 by .002, equalling \$550.50, and adding \$200 for a total of \$750.50. However, the maximum filing fee, including the \$200, is \$2500 for applications filed under Sections 25111, 25112, 25113(b)(1), and 25121, except in the case of a transaction under Section 25121 involving a change in rights, preferences, privileges or restrictions. In this case, the filing fee is \$200. The fee for filing a small company application for qualification of the sale of securities by permit under Section 25113(b)(2) is \$2,500. In the case where the actual costs of processing a small company application under Section 25113(b)(2) exceed the \$2,500 filing fee, an additional fee shall be charged, not to exceed \$1,000, over and above the filing fee based on the actual amount of the salary or other compensation paid to persons processing the application plus the actual amount of expenses including overhead reasonably incurred in the performance of the work. In the case where the costs exceed the initial \$2,500 filing fee, an applicant will be required to submit the additional \$1,000 fee before the Department will continue processing the application. Any unexpended fee will be refunded to the applicant.

Description of Securities Being Qualified. State title of each class of securities (e.g. \$10 par value common stock) and include rights, warrants, options and convertible securities and the securities to be issued upon exercise or conversion thereof.

A Customer Authorization of Disclosure of Financial Records Form (Form No. QR 500.259) must also be filed as an exhibit to the application.